

FILE NO. 387467

DEED

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS
 §
COUNTY OF SAN PATRICIO §

That AMERICAN ENERGY LEASING, INC., a Delaware corporation, (hereinafter called "Grantor"), by and through Gary J. Knostman, Post Office Drawer 827, Fulton Beach, Texas 78358, acting herein solely in his capacity as Trustee of the Estate of American Energy Leasing, Inc., a Delaware corporation, the Debtor in Case No. 89-07342-H2-7 which is pending in the United States Bankruptcy Court, Southern District of Texas, Houston Division, for and in consideration of Ten and No/100 Dollars, to the undersigned paid by the Grantee herein named, the receipt of which is hereby acknowledged, and the further consideration of the execution and delivery by Grantee of two certain Promissory Notes of even date herewith, in the principal sum of \$3,700,000.00 and \$1,000,000.00, respectively, payable to the order of Grantor and bearing interest as therein provided, containing the usual clauses providing for acceleration of maturity and for attorney's fees, the payment of said notes is secured by the Vendor's Lien herein retained and is additionally secured by a Deed of Trust of even date herewith to LARRY G. MYERS, Trustee, and other good and valuable consideration in hand paid by IMPEXCO OF TEXAS, INC., a Texas corporation, (hereinafter referred to as "Grantee") whose address is C/O Steelhammer & Kendrick, P.C., Three Riverway, Suite 700, Houston,

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I, DOTTIE MALEY, County Clerk of San Patricio County, Texas, do hereby certify that the following images are part of the Official Public Records of Real Property of San Patricio County.

Texas, starting with File No. 387467 Image Identification No. 255791

WITNESS MY HAND AND SEAL OF OFFICE, this the 4th day of May, 19 90



Dottie Maley
DOTTIE MALEY, County Clerk
San Patricio County, Texas.

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TX 77056-1909, the receipt and sufficiency of which are hereby acknowledged and confessed, has GRANTED, SOLD and CONVEYED, and by these presents does hereby GRANT, SELL and CONVEY unto Grantee, subject to the exceptions and reservations hereinafter set forth, the surface only of the certain 87.258 acres of land, more or less, situated in San Patricio County, Texas, and described in the Exhibit "A," attached hereto and made a part hereof for all purposes, together with all improvements located thereon.

This conveyance is made and accepted subject to the terms of all contracts, instruments or other matters of record in San Patricio County, Texas, which are applicable to the subject property, but only to the extent the same are valid, binding, enforceable against the subject property.

To the extent transferrable, the benefit of and the right to enforce the covenants and warranties, if any, that Grantor is entitled to enforce with respect to the subject property against Grantor's predecessors in title thereto.

TO HAVE AND TO HOLD the above described real property, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee, its successors and assigns forever.

Notwithstanding any provisions herein contained to the contrary, this conveyance is made by Grantor and accepted by Grantee without warranty of title, expressed or implied, or any other warranty, and without representation by Grantor with respect to the validity, effectiveness or continuation of any lease, right-of-way, permit or other determinable estate under any instrument

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creating or evidencing an asset, property, right or interest held by Grantor and affected by this conveyance, and no warranty or representation, express or implied, is made by Grantor with respect to the fitness, condition or suitability of any fixture or other personal property affected hereby and the same are accepted by Grantee "as is", "where is" and with all faults. The above notwithstanding Grantor hereby warrants that the subject property is assigned and sold free and clear of liens, claims and encumbrances to the extent permitted by 11 U.S.C. § 363, except those as set out or referred to herein.

But it is expressly agreed that the Vendor's Lien, as well as the Superior Title in and to the above-described premises is retained against the above-described property, premises and improvements until the above-described notes and all interest thereon is fully paid according to the face, tenor, effect and reading thereof when this Deed shall become absolute and to additionally secure the payment of the above-described Promissory Notes and indebtedness, the Grantee has executed and delivered a Deed of Trust of even date herewith, conveying the subject property to THOMAS W. GRAVES, Trustee.

Ad valorem taxes for the current year have been prorated and are assumed by Grantee.

Dated May 1, 1990.

GRANTOR:

AMERICAN ENERGY LEASING, INC.

By:

Gary J. Knostman, Trustee of
the Estate of American
Energy Leasing, Inc.

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STATE OF TEXAS

) (

COUNTY OF HARRIS

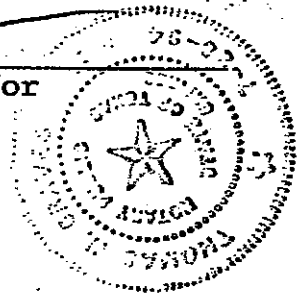
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Before me, the undersigned, a Notary Public in and for said County and State, on this day personally appeared GARY J. KNOTMAN, TRUSTEE OF THE ESTATE OF AMERICAN ENERGY LEASING, INC., the Trustee pursuant to Chapter 11 of Title 11, United States Code, of AMERICAN ENERGY LEASING, INC., a Delaware corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act of such corporation, for the purposes and consideration therein expressed, and in the capacity therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 1st day of May, 1990.


Notary Public in and for
the State of Texas



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REFINERY SITE

TRACT 1

FIELDNOTE DESCRIPTION of a portion of Lots 4 and 5, Block O, Burton and Danforth Subdivision, as shown by map recorded in Volume 152, Page 1, Deed Records, San Patricio County, Texas, described as follows:

COMMENCING at the southeasterly corner of said Lot 4, being at the intersection of the centerline of Farm-to-Market Road 2725 with the centerline of a 40.00 foot public roadway between Blocks N and O of said subdivision;

THENCE, along the centerline of said 40.00 foot roadway and the southerly boundary of said Lot 4, N 55° 23' 00" W, at 50.00 feet past the westerly right-of-way of said Farm-to-Market Road, in all 156.12 feet to the POINT OF BEGINNING of this tract;

THENCE, continuing along said centerline and boundary, N 55° 23' 00" W, 503.88 feet to the southwesterly corner of said Lot 5;

THENCE, along the westerly boundary of said Lot 5, N 34° 37' 00" E, at 20.00 feet past a 5/8 inch iron rod found on the northerly right-of-way of said 40.00 foot roadway, in all 685.00 feet to a brass monument in concrete found;

THENCE, S 55° 23' 00" E, 610.00 feet to a 5/8 inch iron rod set on the westerly right-of-way of said Farm-to-Market Road;

THENCE, along said westerly right-of-way, S 34° 37' 00" W, 501.25 feet to a 5/8 inch iron rod found;

THENCE, N 55° 23' 00" W, 106.12 feet to a 5/8 inch iron rod found;

THENCE, S 34° 37' 00" W, at 163.75 feet past a 5/8 inch iron rod found on the northerly right-of-way of said 40.00 foot roadway, in all 183.75 feet to the POINT OF BEGINNING.

CONTAINING 9.145 acres, more or less, of which 0.231 acre is in road right-of-way.

TRACT 2

FIELDNOTE DESCRIPTION in all of Lots 1 and 2, and a portion of Lot 3, Block N, AND a portion of Lots 1 and 2, Block M, AND all of Lot 4, Block II, AND a portion of Lot 4, Block JJ, Burton and Danforth Subdivision, as shown by map recorded in Volume 152, Page 1, Deed Records, San Patricio County, Texas, described as follows:

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COMMENCING at the northwesterly corner of said Lot 3, Block N, being at the intersection of the centerline of Farm-to-Market Road 2725 with the centerline of a 40.00 foot roadway between Blocks N and O of said subdivision;

THENCE, along the centerline of said 40.00 foot roadway and the northerly boundary of said Lot 3, S 55° 23' 00" E, 50.00 feet to the easterly right-of-way of said Farm-to-Market Road, for the POINT OF BEGINNING of this tract;

THENCE, along said easterly right-of-way, S 34° 37' 00" W, at 20.00 feet past a 5/8 inch iron rod set on the southerly right-of-way of said 40.00 foot roadway, at 1300.00 feet past a 5/8 inch iron rod set on the northerly right-of-way of a 40.00 foot roadway between Blocks M and N of said subdivision, in all 1320.00 feet to a 5/8 inch iron rod set on the southerly boundary of said Lot 3, Block N, being on the centerline of said 40.00 foot roadway.

THENCE, along said centerline and southerly boundary, S 55° 23' 00" E, 280.00 feet to a 5/8 inch iron rod set at the southeasterly corner of said Lot 3, Block N, being the northwesterly corner of Lot 2, Block M;

THENCE, along the westerly boundary of said Lot 2, S 34° 37' 00" W, at 20.00 feet past the southerly right-of-way of said 40.00 foot roadway, in all 660.00 feet to a 5/8 inch iron rod set;

THENCE, S 55° 23' 00" E, at 630.00 feet past the westerly right-of-way of a 60.00 foot roadway between Blocks M and JJ, at 660.00 feet past the centerline of said roadway and boundary between said Blocks M and JJ, in all 690.00 feet to a 5/8 inch iron rod found on the easterly right-of-way of said 60.00 foot roadway;

THENCE, along said easterly right-of-way, N 34° 37' 00" E, 420.89 feet to a 5/8 inch iron rod found;

THENCE, S 57° 11' 36" E, 219.92 feet to a 5/8 inch iron rod found;

THENCE, N 36° 16' 05" E, 252.27 feet to a 5/8 inch iron rod found on the northerly right-of-way of a 40.00 foot roadway between Blocks JJ and II;

THENCE, along said northerly right-of-way, S 55°, 23' 00" E, 72.92 feet to a 5/8 inch iron rod set on the boundary between Lots 3 and 4, Block II;

THENCE, along said boundary, N 34° 37' 00" E, at 1280.00 feet past a 5/8 inch iron rod set on the southerly right-of-way of a 40.00 foot roadway between Blocks II and HH, in all 1300.00 feet to the centerline of said roadway, being the northeasterly corner of said Lot 4, Block II;

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THENCE, along said centerline and the boundary between Blocks II and HH, and the boundary between Blocks N and O, N 55° 23' 00" W, 1270.00 feet to the POINT OF BEGINNING.

CONTAINING 50.113 acres, more or less, of which 4.070 acres is in road right-of-way.

TRACT 3

Lots 1, 2 and 3, Block II, Burton and Danforth Subdivision, as shown by map recorded in Volume 152, Page 1, Deed Records, San Patricio County, Texas.

Acid

FILE NO. 387467 COMPAREL

East of American Energy Leasing, Inc

to

Imperial of Texas, Inc

FILED FOR RECORD

at 9:30 o'clock *A* M

MAY 03 1990

DOTTIE MALEY

CLERK COUNTY COURT SAN PATRICIO CO., TEX

Janis Foerster Deputy

\$15.00

THE STATE OF TEXAS
COUNTY OF SAN PATRICIO
I HEREBY CERTIFY
THAT THIS INSTRUMENT WAS FILED ON THE DATE AND
TIME STAMPED HEREON BY ME AND WAS DULY RECORDED

ON THE *3* DAY OF *May* 19*90* FILE NO.

387467

OF THE REAL PROPERTY RECORDS

OF SAN PATRICIO COUNTY, TEXAS.

DOTTIE MALEY
COUNTY CLERK
SAN PATRICIO
COUNTY, TEXAS

Janis Foerster
DEPUTY

Janis Foerster

Janis Foerster

Return to
Robert Steelhammer
3 Riverway, Suite 700
Houston, Texas 77056

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